



VICTORIA
and GREY
TRUST

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HEAD OFFICE : LINDSAY, ONTARIO

NOTICE IS HEREBY GIVEN

That the Seventy-seventh Annual General Meeting of the Shareholders of Victoria and Grey Trust Company will be held on Wednesday, the 11th day of January 1967, at the hour of 2:00 o'clock in the afternoon, in the Council Chambers in the Town Hall, in the Town of Lindsay, Ontario, to receive and consider the Annual Report and Financial Statement of the Company as at October 31, 1966, to elect Directors and appoint Auditors for the ensuing year; and for the transaction of such other business as can be dealt with at an Annual General Meeting.

NOTICE IS ALSO GIVEN

That it is intended to consider and if approved, to ratify and confirm at the said Annual General Meeting, By-Law Number A-20, By-Law Number A-21, By-Law Number A-22 and By-Law Number A-23, respectively passed by the Directors of the Company, as more fully set forth on the reverse side of this notice.

By Order of the Board of Directors,
LINDSAY, Ontario, November 23rd, 1966

R. G. THOMAS, Q.C.
General Manager and Secretary.

Should you be unable to attend the Annual General Meeting of the Shareholders, I would be glad if you will execute and return the enclosed proxy in the post paid envelope.

WALTER HARRIS, Q.C.
President

PROXIES MUST BE DEPOSITED WITH THE COMPANY TWENTY-FOUR HOURS PRIOR TO TIME OF MEETING.

BY-LAW NUMBER A-20

BE IT ENACTED and it is hereby enacted as a By-Law of the Company:-

THAT Section 15 of By-Law Number A-1 as amended by By-Law Number A-10 and as further amended by By-Law Number A-14, in respect to the shares of fully paid up stock a Director to qualify shall hold in his own name and for his own benefit, be amended by striking out the words "five hundred shares" in the first paragraph thereof and substituting therefor the words "two hundred and fifty shares".

PASSED by the Directors this 11th day of January, A.D. 1966.

BY-LAW NUMBER A-21

BEING A BY-LAW RESPECTING THE LIMIT ON GUARANTEED FUNDS THAT MAY BE HELD BY THE COMPANY

BE IT ENACTED and it is hereby enacted as a By-Law of the Company:-

1. - THAT the total amount that may be received as deposits and for guaranteed investment by the corporation shall not exceed an amount equal to the aggregate of its cash on hand, or deposited in chartered banks in Canada and of four times the combined amounts of the then unimpaired paid-in capital and reserve of the corporation, provided, however, that if authorized by the Lieutenant Governor in Council and subject to such terms and conditions as may be prescribed, the corporation may increase the amount that may be received to a sum not exceeding fifteen times the combined amounts of such capital and reserve.
2. - THAT the Directors of the corporation may and they are hereby authorized to exercise the powers conferred upon the corporation by this By-Law within the limitations and subject to the prerequisites, restrictions, and requirements contained from time to time in The Loan and Trust Corporations Act (Ontario).

PASSED BY THE Directors this 18th day of May, A.D. 1966.

BY-LAW NUMBER A-22

BE IT ENACTED and it is hereby enacted as a By-Law of the Company:-

THAT the certificates of shares of the Company shall be in such form as the Board of Directors shall from time to time approve. Each certificate shall exhibit the holder's name, the number of shares represented thereby and the amount paid thereon and shall be signed by the President or a Vice-President and by the Secretary or an Assistant Secretary and need not bear the Company's Seal. The signature of the President or a Vice-President and the Secretary or an Assistant Secretary may be engraved, lithographed or otherwise mechanically reproduced on the certificate of shares and such certificates so signed shall for all purposes be deemed to have been manually signed by such officer. Certificates of shares shall be interchangeably transferable at each transfer office maintained by the Company and shall not be valid unless countersigned by or on behalf of the transfer agent by an authorized officer or unless countersigned by or on behalf of the Company at Head Office, Lindsay, by an officer authorized by resolution of the Board of Directors. All certificates of shares of the Company, where the signatures of the officers have been mechanically reproduced, shall be valid notwithstanding the fact that at the time of actual issue the person whose signature as an officer is reproduced may no longer hold such office.

PASSED by the Directors this 18th day of May, A.D. 1966.

BY-LAW NUMBER A-23

BE IT ENACTED and it is hereby enacted as a By-Law of the Company:-

THAT Section 30 of By-Law Number A-1, as amended by Section 3 of By-Law Number A-15 and as further amended by By-Law Number A-17, be and the same is hereby repealed and the following substituted in lieu thereof,-

30.- THE ANNUAL MEETINGS of the Company shall be held at the Head Office of the Company or such other place as the Executive Committee of the Board of Directors shall decide, on not later than the last Wednesday in January in each year, for the purpose of receiving the report of the Directors and the statement of the affairs of the Company and for the election of Directors and appointment of Auditors and the transaction of such other business as may be brought before the meeting.

PASSED by the Directors this 17th day of August, A.D. 1966.